

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

) SS:

Joseph F. Riga, being duly sworn, upon his/her oath, deposes and says:

1. I am An associate of McCabe, Weisberg & Conway, located at 123 South Broad Street, Suite 1400, Philadelphia, PA 19109 (the “Firm”).
2. The above-captioned debtors and debtors-in-possession (each a “Debtor” and collectively the “Debtors”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Debtors’ Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any shareholder, director, or officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any shareholder, director, or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

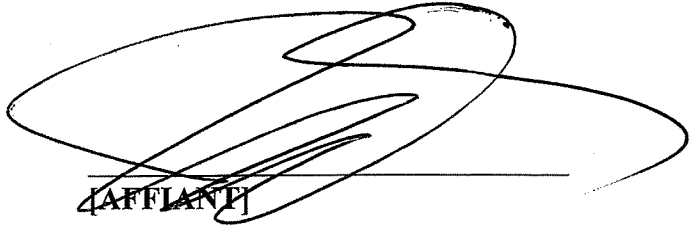
7. The Debtors owe nothing for prepetition services assigned directly to affiant only as special litigation counsel (a separate Affidavit for general legal services of the Firm will be filed separately), the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.

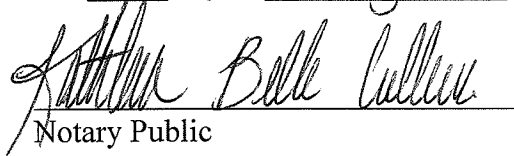
9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

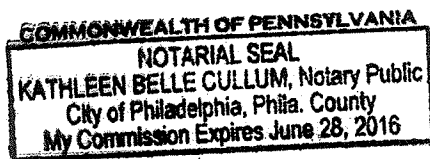
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Executed on July 27, 2012


[AFFIANT]

Sworn to and subscribed before me
this 27th day of July, 2012


Notary Public



In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

McCabe, Weisberg & Conway, P.C.
123 S. Broad Street, Suite 1400
Philadelphia, PA 19109

2. Date of original retention: July 9, 2012 _____

3. Brief description of legal services to be provided:

Continue my consumer finance defense of debtors begun
at my prior firm, McDowell Riga Posternock (the subject
of a separate questionnaire)

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

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4. Arrangements for compensation (hourly, contingent, etc.): Hourly
- (a) Average hourly rate (if applicable): \$290.00
- (b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):
- \$8,000 to \$10,000

5. Prepetition claims against any of the Debtors held by the firm:
- (Disclosed in separately filed questionnaire of Firm for its general practice)

Amount of claim: _____

Date claim arose: _____

Source of claim: _____

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: Joseph F. Riga

Status: Claim for legal services provided while associated with

McDowell Riga Posternock (the subject of a separate
questionnaire)

Amount of Claim: \$15,000

Date claim arose: Jan. 2012 – May, 2012

Source of Claim: legal services provided

7. Stock of any of the Debtors currently held by the firm: N/A

Kind of shares: _____

No. of shares: _____

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm: N/A (apart from possible shares contained in retirement mutual fund vehicles of employees)

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Joseph F. Riga, as special litigation counsel to Debtor's, has no adverse interest to Debtors apart from his pre-petition claim for legal services provided while associated with McDowell Riga Posternock. Adverse interests of the Firm at large and in connection with its general representation of the Debtors, if any, is disclosed in a separate questionnaire filed by Firm.

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: None

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012: N/A

Name: Joseph F. Riga

Title: Associate